

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**EnLink Midstream, LLC**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**1722 Routh St., Suite 1300**  
**Dallas, Texas**  
(Address of principal executive offices)

**46-4108528**  
(I.R.S. Employer  
Identification Number)

**75201**  
(Zip Code)

**EnLink Midstream, LLC 2014 Long-Term Incentive Plan**  
(Full title of the plan)

**Alaina K. Brooks**  
**EnLink Midstream, LLC**  
**1722 Routh St., Suite 1300**  
**Dallas, Texas 75201**  
**(214) 953-9500**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

**Copy to:**

**M. Preston Bernhisel**  
Baker Botts L.L.P.  
2001 Ross Avenue  
Dallas, Texas 75201-2980  
Telephone: (214) 953-6500  
Facsimile: (214) 953-6503

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Units Representing Limited Liability Company Interests	6,700,000	\$11.50	\$77,050,000.00	\$9,338.46

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), common units that may be issuable upon any unit split, unit dividend or similar transaction with respect to these common units are also being registered hereunder.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices of the common units of EnLink Midstream, LLC as reported on The New York Stock Exchange on January 18, 2019.

## EXPLANATORY NOTE

This Registration Statement (the "Registration Statement") is being filed, in accordance with General Instruction E to Form S-8, solely to register the issuance of an aggregate of up to 6,700,000 additional common units representing limited liability company interests in EnLink Midstream, LLC ("Common Units"), all of which were authorized pursuant to an amendment and restatement of the EnLink Midstream, LLC 2014 Long-Term Incentive Plan (as amended and restated, the "Plan"), which was approved by the Board of Directors of EnLink Midstream Manager, LLC, our managing member, on December 13, 2018 and by GIP III Stetson II, L.P., as the holder of a majority of our outstanding Common Units, by written consent on December 30, 2018, which written consent became effective on January 20, 2019. We previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the "Commission") on March 7, 2014 (File No. 333-194395) covering 11,000,000 Common Units authorized for issuance under the Plan (the "Prior Registration Statement"). Except as supplemented by the information set forth below, the contents of the Prior Registration Statement are incorporated herein by reference. Unless the context otherwise requires, references in this Registration Statement to "us" or "we" are references to EnLink Midstream, LLC.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

We incorporate by reference the following documents filed by us with the Commission:

- (1) our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed on February 21, 2018;
- (2) our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018, and September 30, 2018, filed with the Commission on May 2, 2018, August 1, 2018, and November 7, 2018, respectively;
- (2) our Current Reports on Form 8-K filed with the Commission on January 3, 2018, February 21, 2018, June 6, 2018, June 25, 2018, July 23, 2018, August 3, 2018, October 22, 2018 (two filings), December 12, 2018, December 31, 2018, January 2, 2019, and January 23, 2019 (in each case, excluding any information in any Current Report on Form 8-K furnished pursuant to Item 2.02 or 7.01); and
- (3) the description of our Common Units contained in our registration statement on Form 8-A (File No. 001-36336) filed with the Commission on March 6, 2014 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating, changing, or modifying such description.

All documents filed by us with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated by reference herein shall be deemed modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, in any subsequently filed supplement to this Registration Statement or any document that is also incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Number	Description
4.1	— <a href="#">EnLink Midstream, LLC 2014 Long-Term Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated December 30, 2018, filed with the Commission on December 31, 2018).</a>
5.1*	— <a href="#">Opinion of Baker Botts L.L.P.</a>
23.1*	— <a href="#">Consent of KPMG LLP.</a>
23.2*	— <a href="#">Consent of Baker Botts L.L.P. (included in Exhibit 5.1).</a>
24.1*	— <a href="#">Power of Attorney (included on the signature page to this Registration Statement).</a>

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 24<sup>th</sup> day of January, 2019.

ENLINK MIDSTREAM, LLC

By: EnLink Midstream Manager, LLC,  
its managing member

By: /s/ Eric D. Batchelder  
Eric D. Batchelder  
Executive Vice President and  
Chief Financial Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints Barry E. Davis, Michael J. Garberding, and Alaina K. Brooks, and each of them, any of whom may act without the joinder of the other, as his lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign this Registration Statement and any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file such registration statement and all such amendments or supplements, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that such attorneys-in-fact and agents or his or her substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Barry E. Davis</u> Barry E. Davis	Director and Executive Chairman of the Board	January 24, 2019
<u>/s/ Michael J. Garberding</u> Michael J. Garberding	President, Chief Executive Officer, and Director (Principal Executive Officer)	January 24, 2019
<u>/s/ William J. Brilliant</u> William J. Brilliant	Director	January 24, 2019
<u>/s/ James C. Crain</u> James C. Crain	Director	January 24, 2019
<u>/s/ Leldon E. Echols</u> Leldon E. Echols	Director	January 24, 2019
<u>/s/ Rolf A. Gafvert</u> Rolf A. Gafvert	Director	January 24, 2019
<u>/s/ Matthew C. Harris</u> Matthew C. Harris	Director	January 24, 2019
<u>/s/ William A. Woodburn</u> William A. Woodburn	Director	January 24, 2019
<u>/s/ Eric D. Batchelder</u> Eric D. Batchelder	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	January 24, 2019

**BAKER BOTTS** LLP2001 ROSS AVENUE  
DALLAS, TEXAS  
75201-2980TEL +1 214.953.6500  
FAX +1 214.953.6503  
BakerBotts.comAUSTIN  
BEIJING  
BRUSSELS  
DALLAS  
DUBAI  
HONG KONG  
HOUSTONLONDON  
MOSCOW  
NEW YORK  
PALO ALTO  
RIYADH  
SAN FRANCISCO  
WASHINGTON

January 24, 2019

EnLink Midstream, LLC  
1722 Routh St., Suite 1300  
Dallas, Texas 75201

Ladies and Gentlemen:

We have acted as counsel to EnLink Midstream, LLC, a Delaware limited liability company (“ENLC”), and EnLink Midstream Manager, LLC, a Delaware limited liability company and the managing member of ENLC (“EMM”), with respect to certain legal matters in connection with the Registration Statement on Form S-8 (the “Registration Statement”) to be filed by ENLC with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to 6,700,000 additional common units representing limited liability company interests in ENLC (the “Common Units”) that may be issued pursuant to EnLink Midstream, LLC 2014 Long-Term Incentive Plan (as amended and restated as of January 20, 2019, the “Plan”). At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above and as a basis for the opinion hereinafter expressed, we have examined (i) the Plan, (ii) the First Amended and Restated Operating Agreement of ENLC and the Certificate of Formation of ENLC, each as amended to date, (iii) the Second Amended and Restated Limited Liability Company Agreement of EMM and the Certificate of Formation of EMM, each as amended to date, (iv) originals, or copies certified or otherwise identified, of the limited liability company records of ENLC and EMM, including minute books of EMM as furnished to us by EMM, (v) originals, or copies certified or otherwise identified, of certificates of public officials and of representatives of ENLC and EMM, (vi) the Registration Statement and (vii) statutes, including the Delaware Limited Liability Company Act (the “Act”), and other instruments and documents as we deemed necessary or advisable as a basis for the opinion hereinafter expressed.

In giving the opinion set forth below, we have relied, without independent investigation or verification, to the extent we deemed appropriate, upon the certificates, statements or other representations of officers or other representatives of EMM and public officials, with respect to the accuracy of the factual matters contained in or covered by such certificates, statements or representations. In making our examination, we have assumed that all signatures on all documents examined by us are genuine, that all documents submitted to us as originals are authentic and complete, and that all documents submitted to us as copies are true and correct copies of the originals thereof.

Based upon the foregoing and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that, when issued and delivered from time to time in accordance with the provisions of the Plan and otherwise in accordance with the terms and conditions of the applicable award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board of Directors of EMM or a duly constituted and acting committee thereof as provided therein, the Common Units will be duly authorized by all necessary limited liability company action on the part of ENLC, validly issued, fully paid and nonassessable.

This opinion is limited to the original issuance of Common Units by ENLC and does not cover Common Units delivered by ENLC following the reacquisition of the same by ENLC.

This opinion is limited in all respects to the Act, and applicable reported judicial decisions, rules and regulations interpreting and implementing the Act, and the federal laws of the United States of America, in each case as in effect on the date hereof. We express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.



KPMG LLP  
Suite 1400  
2323 Ross Avenue  
Dallas, TX 75201-2721

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
EnLink Midstream, LLC:

We consent to the use of our report dated February 21, 2018, with respect to the consolidated balance sheets of EnLink Midstream, LLC and subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income (loss), changes in members' equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes, and the effectiveness of internal control over financial reporting as of December 31, 2017, incorporated herein by reference.

/s/ KPMG LLP

Dallas, Texas  
January 24, 2019

KPMG LLP is a Delaware limited liability partnership and the U.S. member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

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